

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ALABAMA
NORTHERN DIVISION**

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|--|---|---------------------------------|
| IN RE: |) | |
| |) | |
| BILL HEARD ENTERPRISES, INC., et al.,¹ |) | Chapter 11 |
| |) | |
| Debtors. |) | Case No. 08-83029-JAC-11 |

ORDER ESTABLISHING CASE MANAGEMENT PROCEDURES

This matter came to be heard upon the motion (the "Motion") of Bill Heard Enterprises, Inc. ("Heard") and certain of its direct and indirect subsidiaries (the "Subsidiaries"), as debtors and debtors in possession (collectively, the "Debtors"), for an order establishing omnibus hearing dates and certain notice, case management and administrative procedures pursuant to §§ 102 and 105(a) of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the "Bankruptcy Code") and Rules 2002(m), 2002(l) and 9007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"). Upon consideration of the *Affidavit of Fred C. Caruso in Support Chapter 11 Petitions and First Day Orders*; the Court having jurisdiction to consider the Motion and the

¹ In addition to Bill Heard Enterprises, Inc., the Debtors include the following entities: (i) Bill Heard Chevrolet Company, (ii) Tom Jumper Chevrolet, Inc., (iii) Bill Heard Chevrolet, Inc. - Huntsville, (iv) Landmark Chevrolet, Ltd., (v) Bill Heard Chevrolet, Ltd., (vi) Bill Heard Chevrolet Corporation Nashville, (vii) Bill Heard Chevrolet Corporation - Orlando, (viii) Bill Heard Chevrolet, Inc. - Union City, (ix) Bill Heard Chevrolet at Town Center, LLC, (x) Bill Heard Chevrolet, Inc. - Collierville, (xi) Bill Heard Chevrolet, Inc. - Scottsdale, (xii) Bill Heard Chevrolet, Inc. - Plant City, (xiii) Bill Heard Chevrolet, Inc. - Buford, (xiv) Bill Heard Chevrolet Corporation - Las Vegas, (xv) Bill Heard Chevrolet Corporation - N.W. Las Vegas, (xvi) Twentieth Century Land Corp., (xvii) Enterprise Aviation, Inc., (xviii) Century Land Corporation, (xix) Century Land Company - Tennessee, (xx) Bill Heard Management, LLC, (xxi) Landmark Vehicle Mgt., LLC, (xxii) Georgia Services Group, LLC, (xxiii) Columbus Transportation, LLC

relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; due notice of the Motion having been provided to (1) the Bankruptcy Administrator for the Northern District of Alabama; (2) counsel for the Debtors' primary prepetition secured lenders; (3) counsel for the Debtors' proposed postpetition secured lenders; (4) the Debtors' forty (40) largest unsecured creditors (on a consolidated basis); and (5) the District Director of Internal Revenue Service for the Northern District of Alabama; and it appearing that no other or further notice need be provided; at hearing on the Motion held on September 29, 2008, the Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their creditors, and all parties in interest; upon the Motion and all of the proceedings before this Court; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED that the Motion is **GRANTED**; and it is further

ORDERED that, unless otherwise ordered by the Court, the Court hereby establishes the following schedule as the scheduled hearing days and times (the "Omnibus Hearings") at which all motions, applications and other matters for which the notice period has run or for which an expedited hearing has been granted in these chapter 11 cases:

1. October 14, 2008 at 9:30 am at the United States Bankruptcy Court for the Northern District of Alabama, Northern Division in Decatur, Alabama
2. October 28, 2008 at 11:00 am at the United States Bankruptcy Court for the Northern District of Alabama, Northern Division in Decatur, Alabama
3. November 6, 2008 at 9:00 am at the United States Bankruptcy Court for the Northern District of Alabama, Northern Division in Decatur, Alabama
4. November 24, 2008 at 1:30 pm at the United States Bankruptcy Court for the Northern District of Alabama, Northern Division in Decatur, Alabama

ORDERED that all motions, applications and other matters for which the notice period has run or for which expedited hearing has been granted shall be set, at least preliminarily, for the appropriate Omnibus Hearing as set forth above. In the event that the Court determines that any matter will likely involve substantial testimony, the Court may continue, reset or set final hearing for another hearing date; and it is further

ORDERED that all Omnibus Hearings will be held at the United States Bankruptcy Court For the Northern District of Alabama, Northern Division, 400 Well Street, Decatur, Alabama 35602, unless otherwise ordered by this Court; and it is further

ORDERED that except as provided in the next paragraph with respect to stay relief motions, all motions, applications, and other matters requiring notice and/or a hearing that are filed in this main bankruptcy case shall be noticed for hearing on the next Omnibus Hearing day that is at least twenty (20) days after such motion, application, or other paper, is filed and notice thereof is served on the appropriate parties. Unless otherwise ordered by the Court, the objection deadline with respect thereto shall be the earlier of (i) twenty (20) days after service of such motion, application or other paper, and (ii) three (3) business days prior to the hearing, but if the hearing is continued, the deadline is extended until three (3) business days prior to the continued hearing. When a motion is heard on an expedited or emergency basis, the objection deadline shall be three (3) business days prior to the hearing unless there are less than ten (10) days from the filing of the motion until the hearing date, in which case the deadline to object shall be one (1) business day prior to the hearing. The hearing date and objection deadline shall appear on the first page of the paper. This paragraph shall not apply to adversary proceedings, which shall be governed by their own scheduling order; and it is further

ORDERED that with regard to a motion for relief from the stay pursuant to Bankruptcy Code § 362, the deadline for objections to such motion shall be, unless otherwise ordered by this Court, (a) no later than the seventh (7th) calendar date before the applicable Omnibus Hearing date if the motion is filed and served at least twenty (20) days prior to said applicable Omnibus Hearing date; (b) no later than the third (3rd) calendar date before the applicable Omnibus Hearing date if the motion is filed and served less than twenty (20) but at least ten (10) days prior to said applicable Omnibus Hearing date; and it is further

ORDERED that, after the notice period has run, the Debtors shall file and serve an Agenda on all parties on the Master Service List (as herein defined) by 10 a.m. on the day before the Omnibus Hearing day; and it is further

ORDERED that this Court may grant any party desiring expedited relief on a filed matter prior to the next Omnibus Hearing an emergency hearing upon request of the party and good cause shown; and it is further

ORDERED that the Court shall conduct a status conference at the first Scheduled Hearing each month; and it is further

ORDERED that the any entity filing any motion, application or other matter be required to serve notice (the "Notice") of such matter on the parties listed on the Master Service List (as defined herein) and in accordance with the procedures set forth herein, where applicable; provided, however, that Electronic Case Filing (ECF) email notification of the filing of any objection by the Bankruptcy Administrator shall be sufficient notice thereof. Such Notice shall include the title of the matter filed, the time and date of any objection deadline, and the applicable Omnibus Hearing (or other hearing date as ordered by the Court) at which the Court

will consider the matter (the "Applicable Hearing Date"). As a result of the implementation of these procedures, the Court will not be required to issue notice; and it is further

ORDERED that, unless the Court determines otherwise, telephonic appearances at all hearings shall be authorized, except that those appearing telephonically may not examine witnesses, and no telephonic testimony will be allowed. All requests for telephonic appearance should be made to the Court's chambers at least one business day prior to the hearing. In the event that requests for telephonic participation exceed the capabilities of the Court's conferencing system, then the parties, at their own expense, may arrange conferencing and submit procedures to the Court in advance of the hearing; and it is further

ORDERED that, with respect to all matters for which the Bankruptcy Code, the Bankruptcy Rules, or the Local Rules of the United States District Court for the Northern District of Alabama (the "Local Rules") either (i) authorize the Court to designate or limit the parties entitled to notice or (ii) require notice but do not designate the parties to be served, notice shall be sufficient for the purposes of the Debtors' cases if served only upon the following list of parties or entities (the "Master Service List"):

- a. Counsel to the Debtors;
- b. The Office of the Bankruptcy Administrator for the United States Bankruptcy Court for the Northern District of Alabama, Northern Division (the "Bankruptcy Administrator");
- c. The forty (40) largest unsecured creditors (on a consolidated basis) or, in the event a creditors' committee is appointed, the members of any such committee or, if counsel is appointed, counsel for same;
- d. Counsel to the Debtors' proposed postpetition lenders;
- e. The Debtors' prepetition lenders or counsel thereto;
- f. All secured creditors;

- g. The holders of the Debtors' preferred and common stock;
- h. All counsel of record;
- i. Any governmental agencies that request special notice; and
- j. Those persons who serve on counsel for the Debtors and file with the Clerk of this Court a request that they receive all notices given in these chapter 11 cases.

and it is further

ORDERED that, to receive notice, any person or party on the Master Service List must accept electronic service as sufficient service. All persons or entities on the Master Service List must either (a) be able to receive papers electronically as they are filed with the Clerk through the ECF system or must provide to Debtors' counsel with an email address for such service which e-mail address is to be added to the Master Service List by counsel for the Debtors. Each person or entity on the Master Service List shall either appear electronically in the case or provide an e-mail address within two (2) business days from the later of (i) the date of entry of this Order, or (ii) the date such party is included on the Master Service List. During that two (2) business day period, all matters filed may be served via traditional means. Thereafter, electronic service alone shall be deemed sufficient service thereof on the Master Service List; and it is further

ORDERED that in the event a party on the Master Service List fails to timely provide an email address for receipt of service, that party shall be removed from the Master Service List unless the party demonstrates extenuating circumstances that prevent them from receiving electronic notice.

ORDERED that all persons or entities who desire to be added to the Master Service List shall file a notice with the Court containing how electronic service is to be effected upon the

requester, and counsel for Debtors shall promptly add such information to the Master Service List; and it is further

ORDERED that the Debtors' counsel shall maintain a location on a website (to be identified in a submission to be filed with this Court) on which the Master Service List will appear. The Debtors' counsel shall update the Master Service List promptly; and it is further

ORDERED that in any adversary proceeding commenced in these cases, all complaints, motions, and other matters (the "Adversary Pleadings") filed initially shall be served on the Master Service List and any parties required to be served under any applicable Bankruptcy Rule or Local Rule. Subsequent Adversary Pleadings shall be served on parties requesting notice in the underlying adversary proceeding; and it is further

ORDERED that with respect to all matters for which particular notices are required by Bankruptcy Rules 2002(a)(2) and (3), 4001, 6004, 6006, 6007 or 9019, parties shall serve all such matters on the Master Service List herein and also in accordance with the following procedures, unless otherwise authorized by the Court:

- a. Filings related to the use, sale, lease or abandonment of property other than in the ordinary course of business shall be served on each entity asserting an interest in the property.
- b. Filings related to relief from, or otherwise related to, the automatic stay shall be served on each entity asserting a lien or encumbrance on the affected property.
- c. Filings related to the use of cash collateral or obtaining credit shall be served on each adversely affected entity asserting an interest in the cash collateral or each adversely affected entity asserting a lien or other interest in property on which a lien is proposed to be granted.
- d. Filings relating to approval of proposed compromises or settlements shall be served on any entity that is a party to the compromise or settlement or which may be directly adversely affected thereby.

- e. Filings relating to rights under § 365 of the Bankruptcy Code shall be served on each party to the executory contract(s) or unexpired lease(s) affected thereby.
- f. Filings relating to applications for payment of compensation or reimbursement of expenses shall be served on each professional person who is seeking payment of compensation or reimbursement of expenses and whose retention has been authorized by the Court in these cases;

and it is further

ORDERED that the Debtors shall provide notice (the "Publication Notice") of the commencement of these cases through a one-time publication in newspapers of general circulation in the counties in which the Debtors currently operate or have operated in the last twelve (12) months and through a national newspaper. The Publication Notice shall be in a form reasonably similar to the Publication notice is attached hereto as Exhibit "A"; and it is further

ORDERED that the Debtors will serve each person or entity not on the Master Service List that appears in these cases with a copy of these procedures and the Order implementing same within fourteen (14) days of their appearance; and it is further

ORDERED that all proofs of claim filed in these chapter 11 cases shall be filed only with the claims agent, to be identified pursuant to entry of a final order of this Court on the Debtors' Application For Order Approving Claims and Noticing Agent of Bankruptcy Court Pursuant to 28 U.S.C. § 186(c); and it is further

ORDERED that any party filing a motion, application or other pleading, or filing a notice of appearance and request for service, or otherwise appearing in any one or all of the Debtors' chapter 11 cases or related adversary proceedings may thereafter be noticed of and served for all subsequent matters via electronic means only. Such e-noticing shall be sufficient notice and service for all matters in connection with Debtors' chapter 11 cases and related proceedings; and it is further

ORDERED that all time limits herein shall be calculated in accordance with Bankruptcy Rule 9006.

DONE and ORDERED this day September 30, 2008

/s/ Jack Caddell
Jack Caddell
U.S. Bankruptcy Judge